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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>	:
	:
Debtors.	:
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Chapter 11  
Case No. 09-50026 (REG)  
(Jointly Administered)

**PROTECTIVE RESPONSE OF 767 FIFTH PARTNERS LLC TO NOTICE OF: (I)  
DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY  
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY AND  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND (II) CURE AMOUNTS RELATED THERETO**

767 Fifth Partners LLC ("Landlord") hereby submits this protective response (the "Protective Response") to the *Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Non-Residential Real Property and (II) Cure Amounts Related Thereto* dated June 15, 2009 and served on the Landlord by the Debtors on July 24, 2009 (the "Contract Notice"). In this Protective Response, Landlord seeks to preserve its cure claim and does not oppose the assumption and assignment of its lease with the Debtors on adequate assurance grounds. In support of this Protective Response, Landlord respectfully states as follows:

1. Landlord is the landlord under that certain lease (as amended or supplemented, the "Lease"), dated December 5, 1990, between Longstreet Associates, L.P. as landlord (the "Original Landlord"), and General Motors Corporation (n/k/a Motors Liquidation Company) as tenant (the "Original Tenant"), for certain leased

premises located at 767 Fifth Avenue, New York, New York 10153, as more fully described in the Lease. On June 9, 2008, the Lease was assigned to Landlord by a successor-in-interest of the Original Landlord.

2. On June 2, 2009, the Court entered an order approving procedures (the “Sale Procedures Order”) for the sale of the Debtors’ assets (the “Sale”) to NGMCO, Inc n/k/a General Motors Company (“New GM”). On July 5, 2009, the Court entered an order approving the Sale (the “Sale Order”). On information and belief, the Sale closed on July 10, 2009.

3. The Sale Procedures Order and the Sale Order set forth certain procedures for the Debtors to assume and assign executory contracts and unexpired leases and for New GM to designate such contracts and leases for assumption and assignment (collectively, the “Assumption and Assignment Procedures”). The Assumption and Assignment Procedures provide, *inter alia*, that the Debtors shall provide notice of any proposed assumption and assignment to the non-debtor counterparty to the relevant executory contract or unexpired lease.

4. On information and belief, on June 15, 2009, the Debtors sought to assume and assign the Lease in accordance with the Assumption and Assignment Procedures by serving a copy of the Contract Notice. However, the Debtors served the Contract Notice on the wrong party and did not serve a copy of the Contract Notice on the Landlord until July 24, 2009. In the meantime, on July 10, 2009 (the “Assumption Effective Date”), the Original Tenant assigned the Lease to New GM and New GM accepted such assignment and assumed all of the obligations of the Original Tenant under the Lease.

5. The Landlord has no objection to the assumption and assignment of the Lease to New GM as of the Assumption Effective Date and, in fact, is negotiating with New GM on the terms of an amendment to the Lease that, if and when executed, should resolve any issue with respect to the cure amount. However, as a precaution, Landlord files this protective Response requesting that New GM promptly cure all defaults under the Lease through that date and assume the obligation to pay all Rental Charges (as defined below) that have accrued under the Lease prior to the Assumption Effective Date but would not be payable until after such date. As of July 10, 2009, the amount due and payable to Landlord under the Lease was \$185,738.17 (the “Cure Amount”). See Exhibit A.

6. The “Contract Website” (as defined in the Cure Notice) erroneously states that no cure payment is due to Landlord in connection with the assumption and assignment of the Lease. Moreover, the Cure Notice fails to take into account the tenant’s obligation to pay operating costs, insurance payments, real estate taxes and other charges due under the Lease (the “Rental Charges”) inasmuch as such charges accrued, but were not yet payable, prior to the Assumption Effective Date. Such Rental Charges should be included among the Lease obligations being assumed by New GM and paid in accordance with the terms of the Lease.

7. As mentioned above, Landlord is currently negotiating an amendment to the Lease with New GM that should include resolution of the Cure Amount and confirmation of New GM’s obligation to pay all Rental Charges when due under the Lease, regardless of whether such amounts are attributable to periods prior to the Assumption Effective Date. The purpose of this Protective Response is to preserve Landlord’s right to the payment of the Cure Amount and all Rental Charges under the

Lease that accrued, but were not yet payable, prior to the Assumption Effective Date in the event that Landlord is unable to reach agreement with New GM on those issues in connection with the Lease amendment.

8. Landlord reserves the right to amend and supplement this Protective Response.

Dated: August 3, 2009

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Counsel to 767 Fifth Partners LLC

\* Admitted Pro Hac Vice.

**EXHIBIT A**

Building	Unit	Tenant	Lease	G/L Date	Invoice Date	G/L Offset	Doc Type	Document Number	Gross Amount	Open Amount	Open Amount	Remark
		456631	00067336	7/1/2008	1/1/2008	POP	RN	1363992	5,640.00	5,640.00	5,640.00	1/08 Porter Wage true up
		456631	00067336	7/1/2008	1/2/2008	POP	RN	1363993	-69.18	-69.18	-69.18	Prior Owner Payable
		456631	00067336	7/1/2008	1/30/2008	POP	RN	1363994	-5.41	-5.41	-5.41	Prior Owner Payable
		456631	00067336	7/1/2008	2/28/2008	POP	RN	1363995	-5.41	-5.41	-5.41	Prior Owner Payable
		456631	00067336	7/1/2008	3/27/2008	POP	RN	1363996	-5.41	-5.41	-5.41	Prior Owner Payable
		456631	00067336	7/1/2008	6/1/2008	POP	RN	1363997	14,601.41	14,601.41	14,601.41	Porter Wage
		456631	00067336	7/1/2008	6/9/2008	POP	RN	1363998	45,199.00	45,199.00	45,199.00	3/17/08-6/9/08 cond. water
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364047	16.11	16.11	16.11	WO# 345386663
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364048	245	245	245	WO# 344955491
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364049	20.52	20.52	20.52	WO# 344955491
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364050	6.28	6.28	6.28	WO# 345386663
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364051	93.66	93.66	93.66	WO# 344733916
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364052	7.84	7.84	7.84	WO# 344733916
		456631	00067336	7/1/2008	3/18/2008	POP	RN	1364053	3.89	3.89	3.89	WO# 356041971
		456631	00067336	7/1/2008	3/18/2008	POP	RN	1364054	3.35	3.35	3.35	WO# 352262514
		456631	00067336	7/1/2008	3/18/2008	POP	RN	1364056	46.5	46.5	46.5	WO# 356041971
		456631	00067336	7/1/2008	3/18/2008	POP	RN	1364057	40	40	40	WO# 352262514
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364058	6.28	6.28	6.28	WO# 363995387
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364059	4.02	4.02	4.02	WO# 350773728
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364060	47.95	47.95	47.95	WO# 350773728
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364061	75	75	75	WO# 363995387
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364062	80	80	80	WO# 369480615
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364063	6.7	6.7	6.7	WO# 369480615
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364064	460	460	460	WO# 373036806
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364065	3.14	3.14	3.14	WO# 376648610
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364066	37.5	37.5	37.5	WO# 373524431
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364067	38.53	38.53	38.53	WO# 373036806
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364068	37.5	37.5	37.5	WO# 376648610
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364069	3.14	3.14	3.14	WO# 373524431
		456631	00067336	7/1/2008	2/20/2008	POP	RN	1364070	-176.31	-176.31	-176.31	Prior Owner Payable
		456631	00067336	7/1/2008	3/31/2008	POP	RN	1364071	-17.34	-17.34	-17.34	Prior Owner Payable
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364072	7.03	7.03	7.03	WO# 370165790
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364073	40	40	40	WO# 379951774
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364074	125.63	125.63	125.63	WO# 379933105
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364075	878.9	878.9	878.9	WO# 381589639
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364076	66.92	66.92	66.92	WO# 381589639
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364077	92.4	92.4	92.4	WO# 370165790
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364078	3.35	3.35	3.35	WO# 379951774
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364079	1,500.00	1,500.00	1,500.00	WO# 379933105
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364080	472.87	472.87	472.87	WO# 381598387
		456631	00067336	7/1/2008	5/19/2008	POP	RN	1364081	36	36	36	WO# 381598387
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364082	32.92	32.92	32.92	WO# 347918705
		456631	00067336	7/1/2008	2/14/2008	POP	RN	1364083	382.73	382.73	382.73	WO# 347918705
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364084	3.14	3.14	3.14	WO# 364000614
		456631	00067336	7/1/2008	3/19/2008	POP	RN	1364085	37.5	37.5	37.5	WO# 364000614
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364086	77	77	77	WO# 367546432
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364087	77	77	77	WO# 369396752
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364088	5.86	5.86	5.86	WO# 369396752
		456631	00067336	7/1/2008	4/16/2008	POP	RN	1364089	5.86	5.86	5.86	WO# 367546432

Building	Unit	Tenant	Lease	G/L Date	Invoice Date	G/L Offset	Doc Type	Document Number	Gross Amount	Open Amount	Remark
		456631	00067336	7/1/2008	7/1/2008	RTAX	RD	1358014	11,053.43	1,026.33	Real Estate Taxes
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371293	40.28	40.28	07/30/08-Lighting/3923924
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371296	125.76	125.76	07/30/08-Lighting/3894334
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371297	53.49	53.49	07/30/08-Lighting/3902285
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371298	53.49	53.49	07/30/08-Lighting/3894048
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371299	53.49	53.49	07/30/08-Lighting/3896321
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371300	44.09	44.09	07/30/08-Lighting/3896790
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371301	53.49	53.49	07/30/08-Lighting/3889602
		456631	00067336	7/31/2008	7/31/2008	WOUP	AI	1371303	106.98	106.98	07/30/08-Lighting/3948123
		456631	00067336	8/2/2008	8/2/2008	ELRI	RD	1378725	1,111.38	1,111.38	Aug-08 Rent Inclusion Elec
FA767	16A	456631	00067336	8/2/2008	8/2/2008	ELRI	RD	1378725	1,111.38	1,111.38	Jul-08 Rent Inclusion Elec
FA767	16A	456631	00067336	8/2/2008	8/2/2008	ELRI	RD	1378725	506.08	506.08	Aug-08 Rent Inclusion Elec
FA767	16A	456631	00067336	8/2/2008	8/2/2008	ELRI	RD	1378725	506.08	506.08	Jul-08 Rent Inclusion Elec
FA767	16A	456631	00067336	8/5/2008	8/5/2008	UC	RU	177668	-666,233.52	-215.56	w#08052008 ? apply
FA767	16A	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	3,121.71	3,121.71	1/1-6/8/08 electric
FA767	16A	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	7,101.89	7,101.89	2007 electric rent true-up
FA767	16A	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	3,121.71	3,121.71	1/1-6/8/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	7,101.89	7,101.89	2007 electric rent true-up
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	3,121.71	3,121.71	1/1-6/8/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1377057	182.31	182.31	1/1-6/8/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1377057	414.75	414.75	2007 electric rent true-up
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1377057	400.36	400.36	1/1-6/8/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1377057	910.81	910.81	2007 electric rent true-up
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	POP	RN	1375852	429.24	429.24	6/9-6/30/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	ELRI	RN	1375852	429.24	429.24	6/9-6/30/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	ELRI	RN	1375852	429.23	429.23	6/9-6/30/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	ELRI	RN	1377057	25.07	25.07	6/9-6/30/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	ELRI	RN	1377057	55.05	55.05	6/9-6/30/08 electric
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	WOUP	AI	1376698	61.4	61.4	08/12/08-Moving Services/
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	WOUP	AI	1376757	89.31	89.31	08/13/08-Plumbing/3919204
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	WOUP	AI	1376770	346.8	346.8	08/13/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	WOUP	AI	1376849	89.31	89.31	08/14/08-Hang / Install/4
FA767	ANT01	456631	00067336	8/15/2008	8/15/2008	WOUP	AI	1376858	89.31	89.31	08/14/08-Plumbing/4072499
FA767	ANT01	456631	00067336	8/26/2008	8/26/2008	UC	RU	178442	-666,233.52	-215.56	Ck#2367192 ? Apply 9/08 Rent
FA767	ANT01	456631	00067336	8/29/2008	8/29/2008	WOUP	AI	1380421	69.93	69.93	08/26/08-Lighting/Replace
FA767	ANT01	456631	00067336	8/29/2008	8/29/2008	WOUP	AI	1380602	89.31	89.31	08/28/08-Hang / Install/4
FA767	ANT01	456631	00067336	8/29/2008	8/29/2008	WOUP	AI	1380609	89.31	89.31	08/28/08-Hang / Install/4
FA767	ANT01	456631	00067336	8/29/2008	8/29/2008	WOUP	AI	1380660	86.7	86.7	08/28/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/1/2008	9/1/2008	ELRI	RD	1378773	1,111.38	1,111.38	Rent Inclusion Elec Reimb (C)
FA767	ANT01	456631	00067336	9/1/2008	9/1/2008	ELRI	RD	1378773	506.08	506.08	Rent Inclusion Elec Reimb (C)
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385671	37.94	37.94	08/21/08-Keys/3rd floor G
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385674	249.28	249.28	08/21/08-Keys/397168977 -
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385675	269.84	269.84	08/21/08-Keys/402691442 -
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385677	364.67	364.67	08/21/08-Locks/406156047
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385787	490.99	490.99	09/02/08-Plumbing/Replace
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385808	89.31	89.31	09/03/08-Plumbing/4148157
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385812	89.31	89.31	09/03/08-Door Repairs/413
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385825	37.94	37.94	09/03/08-Keys/410755368-C

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FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385827	89.31	89.31	89.31 09/03/08-Plumbing/4151096
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385828	44.12	44.12	44.12 09/03/08-Lighting/3944736
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385829	62.38	62.38	62.38 09/03/08-Lighting/3997693
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385851	94.83	94.83	94.83 09/04/08-Locks/Bob Harris
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385900	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385901	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385902	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385903	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385904	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385905	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	ANT01	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385926	86.7	86.7	86.7 09/05/08-Trash/Recycle Bi
FA767	16A	456631	00067336	9/15/2008	9/15/2008	WOUP	AI	1385985	10.29	10.29	10.29 09/08/08-Keys/413060819-C
							RU	180064	-666,233.52	-215.56	CK#2367192 ? Apply 10/08 Rent
							AI	1391147	86.7	86.7	86.7 08/15/08-Trash/Recycle Bi
							AI	1392054	86.7	86.7	86.7 09/23/08-Trash/Recycle Bi
							AI	1392092	89.31	89.31	89.31 09/23/08-Plumbing/4195484
							RD	1387761	506.08	34.56	Rent Inclusion Elec Reimb (C)
							RD	1387761	1,111.38	75.9	Rent Inclusion Elec Reimb (C)
							AI	1394415	86.7	86.7	86.7 10/09/08-Trash/Recycle Bi
FA767	03A	456631	00067336	10/15/2008	10/15/2008	WOUP	AI	181196	-666,233.52	-215.56	CK#2373905 ? Apply 11/08 Rent
FA767	03A	456631	00067336	10/28/2008	10/28/2008	UC	RU	1398588	97.44	97.44	97.44 08/13/08-Plumbing/3995490
FA767	03D	456631	00067336	10/31/2008	10/31/2008	WOUP	AI	1398589	97.44	97.44	97.44 08/13/08-Plumbing/4000200
FA767	03D	456631	00067336	10/31/2008	10/31/2008	WOUP	AI	1398593	125.22	125.22	125.22 08/13/08-Leak - Other/401
FA767	ANT01	456631	00067336	10/31/2008	10/31/2008	WOUP	AI	1398604	280.32	280.32	280.32 08/14/08-Plumbing/4076501
FA767	14A	456631	00067336	10/31/2008	10/31/2008	WOUP	AI	1399943	89.81	89.81	89.81 10/30/08-Lighting/4226916
FA767	15A	456631	00067336	11/1/2008	11/1/2008	ELRI	RD	1396147	506.08	34.56	Rent Inclusion Elec Reimb (C)
FA767	16A	456631	00067336	11/1/2008	11/1/2008	ELRI	RD	1396147	1,111.38	75.9	Rent Inclusion Elec Reimb (C)
FA767	03D	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405011	19.92	19.92	19.92 11/05/08-Keys/428809763
FA767	03A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405242	89.31	18.77	18.77 11/12/08-Keys/434921073
FA767	14A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405256	89.31	89.31	89.31 11/13/08-Other/434612963
FA767	14A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405260	89.31	89.31	89.31 11/13/08-Door Repairs/436
FA767	15A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405261	178.6	178.6	178.6 11/13/08-Leak Other/4359
FA767	15A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405286	93.04	93.04	93.04 11/13/08-Plumbing/4106954
FA767	16A	456631	00067336	11/17/2008	11/17/2008	WOUP	AI	1405302	89.31	89.31	89.31 11/13/08-Plumbing/4298602
							AI	1405305	89.31	89.31	89.31 11/13/08-Plumbing/4310461
							AI	1405310	89.31	89.31	89.31 11/13/08-Other/432007005
							AI	1405317	89.31	89.31	89.31 11/13/08-Plumbing/4334639
							AI	1405320	89.31	89.31	89.31 11/13/08-Plumbing/4328090
							AI	1405322	89.31	89.31	89.31 11/13/08-Plumbing/4324062
							AI	1407599	136.1	136.1	136.1 11/19/08-Lighting/4314761
							AI	1407602	157.95	157.95	157.95 11/19/08-Lighting/4253054
FA767	03D	456631	00067336	12/1/2008	12/1/2008	ELRI	RD	1403239	506.08	34.56	Rent Inclusion Elec Reimb (C)
FA767	03A	456631	00067336	12/1/2008	12/1/2008	ELRI	RD	1403239	1,111.38	75.9	Rent Inclusion Elec Reimb (C)
FA767	ANT01	456631	00067336	12/8/2008	12/8/2008	UC	RU	183258	-229,464.72	-215.56	CK#2378590 ? Apply 12/08 Rent
							AI	1418440	351.79	351.79	351.79 11/19/08-Door Repairs/Las
							AI	1418924	120.46	120.46	120.46 12/08/08-Lighting/4319876
							AI	1419008	336.1	336.1	336.1 12/08/08-Locks/436663374
							AI	1419138	89.31	89.31	89.31 12/12/08-Cleaning/The 1st
FA767	16A	456631	00067336	12/24/2008	12/24/2008	LINT	RI	1420648	1,531.40	14.34	Late Interest



Building	Unit	Tenant	Lease	G/L Date	Invoice Date	G/L Offset	Doc Type	Document Number	Gross Amount	Open Amount	Remark
FA767	ANT01	456631	00067336	12/29/2008	12/29/2008	UC	RU	183968	-666,233.52		-215.56 Ck#2380647? Apply 1/09OperRent
		456631	00067336	12/31/2008	12/31/2008	WOUP	AI	1422368	89.31		89.31 12/15/08-Plumbing/Can som
FA767	03A	456631	00067336	12/31/2008	12/31/2008	WOUP	AI	1422721	89.31		89.31 12/24/08-Locks/Please hav
		456631	00067336	1/1/2009	1/1/2009	ELRI	RD	1416609	1,111.38		75.9 Rent Inclusion Elec Reimb (C)
FA767	16A	456631	00067336	1/15/2009	1/15/2009	WOUP	AI	1425869	97.44		97.44 01/07/09-Plumbing/Can som
		456631	00067336	1/16/2009	1/16/2009	LINT	RI	1427006	597.04		53.19 Late Interest
FA767	ANT01	456631	00067336	1/27/2009	1/27/2009	UC	RU	185222	-666,233.52		-215.56 Ck#2383184 ? Apply 2/09 Rent
FA767	01A	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	3,407.55		3,407.55 July-Dec'08 FY09 RTAX True-Up
FA767	03A	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	1,263.46		1,263.46 July-Dec'08 FY09 RTAX True-Up
FA767	03D	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	854.33		854.33 July-Dec'08 FY09 RTAX True-Up
FA767	14A	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	14,628.98		14,628.98 July-Dec'08 FY09 RTAX True-Up
FA767	15A	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	14,628.98		14,628.98 July-Dec'08 FY09 RTAX True-Up
FA767	16A	456631	00067336	1/29/2009	1/29/2009	RTPY	RN	1427990	14,628.98		14,628.98 July-Dec'08 FY09 RTAX True-Up
FA767	03A	456631	00067336	1/30/2009	1/30/2009	WOUP	AI	1429063	97.44		97.44 01/13/09-Plumbing/toilet
		456631	00067336	1/30/2009	1/30/2009	WOUP	AI	1429669	89.31		89.31 01/28/09-Door Repairs/Jam
FA767	01A	456631	00067336	2/1/2009	2/1/2009	ELRI	RD	1424475	1,111.38		75.9 Rent Inclusion Elec Reimb (C)
FA767	01A	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	143050	5,494.00		1,404.41 Feb-09 Real Estate Taxes
FA767	01A	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	1433050	5,494.00		1,404.41 Jan-09 Real Estate Taxes
FA767	03A	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	1433050	2,037.06		520.73 Feb-09 Real Estate Taxes
FA767	03A	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	1433050	2,037.06		520.73 Jan-09 Real Estate Taxes
FA767	03D	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	1433050	1,377.43		352.11 Feb-09 Real Estate Taxes
FA767	03D	456631	00067336	2/2/2009	2/2/2009	RTAX	RD	1433050	1,377.43		352.11 Jan-09 Real Estate Taxes
FA767	ANT01	456631	00067336	2/24/2009	2/24/2009	UC	RU	186500	-187,614.80		-12,678.31 Ck#2386372? Apply
FA767	ANT01	456631	00067336	2/27/2009	2/27/2009	WOUP	AI	1442087	89.31		89.31 02/25/09-Door Repairs/A c
		456631	00067336	3/2/2009	3/2/2009	UC	RU	187117	-586,796.40		-456.6 Ck#2386547 ? Apply Wait4BackUp
FA767	16A	456631	00067336	3/19/2009	3/19/2009	LINT	RI	1450541	1,517.22		1,517.22 Late Interest
FA767	ANT01	456631	00067336	3/30/2009	3/30/2009	UC	RU	188183	-691,163.12		-246.29 Ck#2389241Over 4/09 ELRI U#03A
		456631	00067336	3/31/2009	3/31/2009	WOUP	AI	1452535	98.94		98.94 01/30/09-Lighting/Please
FA767	03D	456631	00067336	4/1/2009	4/1/2009	ELRI	AI	1452564	98.94		98.94 02/13/09-Lighting/Long li
		456631	00067336	4/1/2009	4/1/2009	OPER	RD	1449347	506.08		506.08 Rent Inclusion Elec Reimb (C)
FA767	14A	456631	00067336	4/1/2009	4/1/2009	OPER	RD	1449347	8,880.00		125.33 Operating Costs
FA767	15A	456631	00067336	4/1/2009	4/1/2009	OPER	RD	1449347	8,880.00		125.33 Operating Costs
FA767	16A	456631	00067336	4/1/2009	4/1/2009	OPER	RD	1449347	8,880.00		125.33 Operating Costs
FA767	01A	456631	00067336	4/1/2009	4/1/2009	RTAX	RD	1449347	5,494.00		1,404.41 Real Estate Taxes
FA767	03A	456631	00067336	4/1/2009	4/1/2009	RTAX	RD	1449347	2,037.06		305.18 Real Estate Taxes
FA767	03D	456631	00067336	4/1/2009	4/1/2009	RTAX	RD	1449347	1,377.43		352.11 Real Estate Taxes
FA767	01A	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	2,019.41		758.35 Feb-09 Air Conditioning
FA767	01A	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	2,019.41		758.35 Jan-09 Air Conditioning
FA767	03A	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	748.75		748.75 Apr-09 Air Conditioning
FA767	03A	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	748.75		748.75 Feb-09 Air Conditioning
FA767	03A	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	748.75		748.75 Jan-09 Air Conditioning
FA767	03D	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	506.3		275.65 Feb-09 Air Conditioning
FA767	03D	456631	00067336	4/2/2009	4/2/2009	AIRC	RD	1453706	506.3		275.65 Jan-09 Air Conditioning
FA767	16A	456631	00067336	4/16/2009	4/16/2009	LINT	RI	1458203	1,080.50		1,080.50 Late Interest
FA767	ANT01	456631	00067336	4/27/2009	4/27/2009	UC	RU	189478	-691,163.12		-246.3 Ck#2392324 Over 5/09ELRI U#03A
FA767	ANT01	456631	00067336	4/28/2009	4/28/2009	UC	RU	189486	-89.31		-89.31 Wire 4/28/09 ? Apply
FA767	03A	456631	00067336	5/1/2009	5/1/2009	AIRC	RD	1455278	748.75		748.75 Air Conditioning
FA767	14A	456631	00067336	5/1/2009	5/1/2009	ELRI	RD	1455278	8,665.83		591.83 Rent Inclusion Elec Reimb (C)
FA767	15A	456631	00067336	5/1/2009	5/1/2009	ELRI	RD	1455278	8,665.82		591.82 Rent Inclusion Elec Reimb (C)

Building	Unit	Tenant	Lease	G/L Date	Invoice Date	G/L Offset	Doc Type	Document Number	Gross Amount	Open Amount	Remark
FA767	16A	456631	00067336	5/1/2009	5/1/2009	ELRI	RD	1455278	8,665.82	591.82	Rent Inclusion Elec Reimb (C)
FA767	03D	456631	00067336	5/1/2009	5/1/2009	ELRI	RD	1455278	506.08	506.08	Rent Inclusion Elec Reimb (C)
FA767	14A	456631	00067336	5/1/2009	5/1/2009	OPER	RD	1455278	8,880.00	125.33	Operating Costs
FA767	15A	456631	00067336	5/1/2009	5/1/2009	OPER	RD	1455278	8,880.00	125.33	Operating Costs
FA767	16A	456631	00067336	5/1/2009	5/1/2009	OPER	RD	1455278	8,880.00	125.34	Operating Costs
FA767	01A	456631	00067336	5/1/2009	5/1/2009	RTAX	RD	1455278	5,494.00	1,404.41	Real Estate Taxes
FA767	03A	456631	00067336	5/1/2009	5/1/2009	RTAX	RD	1455278	2,037.06	305.18	Real Estate Taxes
FA767	03D	456631	00067336	5/1/2009	5/1/2009	RTAX	RD	1455278	1,377.43	352.11	Real Estate Taxes
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466479	89.31	89.31	04/24/09-Restroom/Soap di
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466659	89.31	89.31	05/04/09-Other/Can you pl
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466796	89.31	89.31	05/07/09-Plumbing/A toile
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466830	97.44	97.44	05/08/09-Plumbing/our lad
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466837	1,889.79	1,889.79	05/11/09-Lighting/Lightin
		456631	00067336	5/15/2009	5/15/2009	WOUP	AI	1466838	1,889.79	1,889.79	05/11/09-Lighting/Lightin
FA767	ANT01	456631	00067336	5/18/2009	5/18/2009	UC	RU	190381	-691,163.12	-246.3	Ck#2394565 Over 6/09ELRI U#03A
FA767	ANT01	456631	00067336	5/21/2009	5/21/2009	UC	RU	190458	-89.31	-89.31	GM Wire 5/21/09 ? Apply
		456631	00067336	5/31/2009	5/31/2009	WOUP	AI	1472030	89.31	89.31	05/14/09-Plumbing/Clogged
FA767	03A	456631	00067336	6/1/2009	6/1/2009	AIRC	RD	1464915	748.75	748.75	Air Conditioning
FA767	14A	456631	00067336	6/1/2009	6/1/2009	ELRI	RD	1464915	8,665.83	591.83	Rent Inclusion Elec Reimb (C)
FA767	15A	456631	00067336	6/1/2009	6/1/2009	ELRI	RD	1464915	8,665.82	591.82	Rent Inclusion Elec Reimb (C)
FA767	16A	456631	00067336	6/1/2009	6/1/2009	ELRI	RD	1464915	8,665.82	591.82	Rent Inclusion Elec Reimb (C)
FA767	03D	456631	00067336	6/1/2009	6/1/2009	ELRI	RD	1464915	506.08	506.08	Rent Inclusion Elec Reimb (C)
FA767	14A	456631	00067336	6/1/2009	6/1/2009	OPER	RD	1464915	8,880.00	125.33	Operating Costs
FA767	15A	456631	00067336	6/1/2009	6/1/2009	OPER	RD	1464915	8,880.00	125.33	Operating Costs
FA767	16A	456631	00067336	6/1/2009	6/1/2009	OPER	RD	1464915	8,880.00	125.34	Operating Costs
FA767	01A	456631	00067336	6/1/2009	6/1/2009	RTAX	RD	1464915	5,494.00	1,404.41	Real Estate Taxes
FA767	03A	456631	00067336	6/1/2009	6/1/2009	RTAX	RD	1464915	2,037.06	305.18	Real Estate Taxes
FA767	03D	456631	00067336	6/1/2009	6/1/2009	RTAX	RD	1464915	1,377.43	352.11	Real Estate Taxes
FA767	16A	456631	00067336	6/17/2009	6/17/2009	LINT	RI	1479588	1,170.42	1,170.42	Late Interest
		456631	00067336	6/17/2009	6/17/2009	WOUP	AI	1477626	115.77	115.77	05/29/09-Locks/Can you pl
		456631	00067336	6/17/2009	6/17/2009	WOUP	AI	1477639	1,196.46	1,196.46	06/09/09-Security/Extra s
		456631	00067336	6/17/2009	6/17/2009	WOUP	AI	1478014	89.31	89.31	06/08/09-Plumbing/Can you
FA767	ANT01	456631	00067336	6/29/2009	6/29/2009	UC	RU	192141	-691,163.12	-246.3	Ck#2392324 Over 7/09ELRI U#03A
		456631	00067336	6/30/2009	6/30/2009	WOUP	AI	1480835	89.31	89.31	06/04/09-Locks/The door i
		456631	00067336	6/30/2009	6/30/2009	WOUP	AI	1480843	97.44	97.44	06/05/09-Restroom/The wat
		456631	00067336	6/30/2009	6/30/2009	WOUP	AI	1481037	95.95	95.95	06/24/09-Ceiling Tile/Can
FA767	03A	456631	00067336	7/1/2009	7/1/2009	AIRC	RD	1476414	748.75	748.75	Air Conditioning
FA767	14A	456631	00067336	7/1/2009	7/1/2009	ELRI	RD	1476414	8,665.83	591.83	Rent Inclusion Elec Reimb (C)
FA767	15A	456631	00067336	7/1/2009	7/1/2009	ELRI	RD	1476414	8,665.82	591.82	Rent Inclusion Elec Reimb (C)
FA767	16A	456631	00067336	7/1/2009	7/1/2009	ELRI	RD	1476414	8,665.82	591.82	Rent Inclusion Elec Reimb (C)
FA767	03D	456631	00067336	7/1/2009	7/1/2009	ELRI	RD	1476414	506.08	506.08	Rent Inclusion Elec Reimb (C)
FA767	14A	456631	00067336	7/1/2009	7/1/2009	OPER	RD	1476414	8,880.00	125.33	Operating Costs
FA767	15A	456631	00067336	7/1/2009	7/1/2009	OPER	RD	1476414	8,880.00	125.33	Operating Costs
FA767	16A	456631	00067336	7/1/2009	7/1/2009	OPER	RD	1476414	8,880.00	125.34	Operating Costs
FA767	01A	456631	00067336	7/1/2009	7/1/2009	RTAX	RD	1476414	5,494.00	1,404.41	Real Estate Taxes
FA767	03A	456631	00067336	7/1/2009	7/1/2009	RTAX	RD	1476414	2,037.06	305.18	Real Estate Taxes
FA767	03D	456631	00067336	7/1/2009	7/1/2009	RTAX	RD	1476414	1,377.43	352.11	Real Estate Taxes

TOTAL: 185,738.17

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Douglas B. Rosner (DR-5690)  
Gregory O. Kaden (GK-9610)  
Counsel to 767 Fifth Partners LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>	: Case No. 09-50026 (REG)
	: (Jointly Administered)
Debtors.	:
-----X	

**CERTIFICATE OF SERVICE**

I, Gregory O. Kaden, hereby certify that on this 3<sup>rd</sup> day of August, 2009, I caused to be served a copy of the ***Protective Response of 767 Fifth Partners LLC to Notice of: (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto*** on the parties set forth on the attached Service List via the Court's ECF system or first class mail, postage prepaid, as indicated.

/s/ Gregory O. Kaden  
Gregory O. Kaden, Esq. (GK-9610)  
GOULSTON & STORRS, P.C.  
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Tel: (617) 482-1776  
Fax: (617) 574-4112

Service List

General Motors Corporation Cadillac Building 30009 Van Dyke Avenue Warren, MI 48090-9025 (Attn: Warren Command Center, Mailcode 480-206-114) (via first class mail)	Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq. Weil Gotshal & Manges LLP 767 Fifth Avenue New York, NY 10153 <i>Counsel to the Debtors</i> (via ECF)
Matthew Feldman, Esq. U.S. Treasury 1500 Pennsylvania Avenue NW Room 2312 Washington, DC 20220 (via first class mail)	John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, NY 10281 <i>Counsel to the Purchaser</i> (via ECF)
Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway 47 <sup>th</sup> Floor New York, NY 10019 (via ECF) <i>Counsel to Export Development Canada</i>	Diana G. Adams, Esq. Office of the United States Trustee For the Southern District of New York 33 Whitehall Street 21 <sup>st</sup> Floor New York, NY 1004 (via ECF)
Gordon Z. Novod, Esq. Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, NY 10036 (via ECF) <i>Counsel to the Official Committee of Unsecured Creditors</i>	